

PROPOSED ORDER

**THE UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:

FAR EAST ENERGY CORPORATION

DEBTOR.

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**Case No. 15-35970
(Chapter 7)**

**ORDER GRANTING APPLICATION OF RODNEY D. TOW, CHAPTER 7 TRUSTEE,
FOR AUTHORITY TO EMPLOY DIAMOND MCCARTHY LLP AS GENERAL
COUNSEL TO THE TRUSTEE, NUNC PRO TUNC TO NOVEMBER 12, 2015**

Upon the *Application of Rodney, D. Tow, Chapter 7 Trustee, for Authority to Employ Diamond McCarthy LLP, as General Counsel to the Trustee, Nunc Pro Tunc to November 12, 2015*, (the “Application”) filed by Rodney D. Tow, the chapter 7 trustee (the “Trustee”) of Far East Energy Corporation (the “Debtor”) in the above-captioned chapter 7 case (the “Bankruptcy Case”) for entry of an order authorizing the retention and employment of Diamond McCarthy LLP (“Diamond McCarthy”), effective as of November 12, 2015, as general counsel to the Trustee, pursuant to §§ 327(a) and 704 of title 11 of the United States Code, 11 U.S.C. §§ 101 – 1532 (as amended, the “Bankruptcy Code”), Rules 2014 and 5002 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Code”), and Rule 2014-1 of the Bankruptcy Local Rules for the Southern District of Texas (the “Local Rules”), and the Court having considered the *Verified Statement of Kyung S. Lee Pursuant to Bankruptcy Rule 2014(a) in Support of the Application of Rodney D. Tow, Chapter 7 Trustee, for Order Authorizing Retention and Employment of Diamond McCarthy LLP as General Counsel Nunc Pro Tunc to November 12, 2015* (“Lee Statement”); the Court finds that jurisdiction exists under 28 U.S.C. §§ 157 and 1334 and the Standing Order of Reference of the United States Bankruptcy Court for the Southern District of Texas; this is a core proceeding under 28 U.S.C. § 157(b)(2)(A); notice of the

Application was proper and adequate; the relief requested in the Application is in the best interest of the Debtor's estate and parties in interest; the Application and Lee Statement in support of the Application satisfy the disclosure and other requirements of Bankruptcy Rules 2014 and 5002 and Local Rule 2014-1; and good and sufficient cause exists for granting the relief requested in the Application; and having given due deliberation upon the Application, any response or objections to the Application, and the record in the bankruptcy case; it is hereby:

ORDERED that the Application is granted; and it is further

ORDERED that the Trustee is authorized to employ and retain Diamond McCarthy on the terms set forth in the Application and the Engagement Agreement (a copy of which is attached as **Exhibit A** to the Application and fully incorporated herein as if fully set forth), effective as of November 12, 2015; and it is further

ORDERED that the terms and conditions of this order shall be immediately effective and enforceable upon its entry; and it is further

ORDERED that the Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this order; and it is further

ORDERED that any and all compensation to Diamond McCarthy shall be subject to approval by this Court under 11 U.S.C. § 330.

Signed: _____, 2016.

David R. Jones
United States Bankruptcy Judge